



QUARTERLY STATEMENT

AS OF MARCH 31, 2012
OF THE CONDITION AND AFFAIRS OF THE

Health Alliance Plan of Michigan

NAIC Group Code	1311	1311	NAIC Company Code	95844	Employer's ID Number	38-2242827
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []	
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]	
	Other []				Is HMO, Federally Qualified? Yes [X] No []	
Incorporated/Organized	06/27/1978		Commenced Business		02/08/1979	
Statutory Home Office	2850 West Grand Boulevard			Detroit, MI 48202		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	2850 West Grand Boulevard		Detroit, MI 48202		313-872-8100	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	2850 West Grand Boulevard			Detroit, MI 48202		
	(Street and Number or P.O. Box)			(City or Town, State and Zip Code)		
Primary Location of Books and Records	2850 West Grand Boulevard		Detroit, MI 48202		248-443-1093	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.hap.org					
Statutory Statement Contact	Dianna L Ronan CPA			248-443-1093		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	dronan@hap.org			248-443-8610		
	(E-mail Address)			(FAX Number)		

OFFICERS

Name	Title	Name	Title
William R Alvin	President and CEO	Ronald W Berry	Treasurer
Jeanne Dunk	Secretary		

OTHER OFFICERS

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DIRECTORS OR TRUSTEES

William R Alvin	Cindy Bala-Brusilow Ph D	Marvin W Beatty	Shari Burgess #
William A Conway MD	Linda Ewing	Lauren B Foster CPA #	Joyce V Hayes-Giles
Harvey Hollins III	Jamie C Hsu Ph D	Kirk J Lewis	Jackie Martin
Robin Scales-Wooten	Nancy Schlichting	Rebecca R Smith	Susie M Wells

State ofMichigan.....

County ofWayne.....

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The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

William R Alvin President and CEO	Ronald W Berry Treasurer	Jeanne Dunk Secretary
a. Is this an original filing? Yes [X] No []		
b. If no:		
1. State the amendment number		
2. Date filed		
3. Number of pages attached		
Subscribed and sworn to before me this		
day of ,		
Roderick Irwin Curry, Notary		
August 14 2013		

STATEMENT AS OF MARCH 31, 2012 OF THE Health Alliance Plan of Michigan

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	153,254,406		153,254,406	152,922,363
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks	208,457,638	45,788,390	162,669,248	163,676,324
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	3,554,779	2,823,712	731,066	738,125
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$10,283,789), cash equivalents (\$0) and short-term investments (\$127,318,472)	137,602,261		137,602,261	118,010,371
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives	57,584		57,584	21,488
8. Other invested assets	710,886		710,886	743,382
9. Receivables for securities	3,789,062		3,789,062	5,464,335
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	1,464,878	0	1,464,878	1,321,538
12. Subtotals, cash and invested assets (Lines 1 to 11)	508,891,494	48,612,102	460,279,392	442,897,927
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	1,094,647		1,094,647	1,115,794
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	59,216,390		59,216,390	46,597,061
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	525,000		525,000	475,000
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset			0	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	32,208,410	28,032,518	4,175,892	2,903,872
21. Furniture and equipment, including health care delivery assets (\$)	517,282	517,282	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	2,490,199		2,490,199	3,046,657
24. Health care (\$6,655,847) and other amounts receivable	6,655,847		6,655,847	4,410,827
25. Aggregate write-ins for other than invested assets	3,251,997	3,169,678	82,319	82,725
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	614,851,265	80,331,580	534,519,685	501,529,862
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	614,851,265	80,331,580	534,519,685	501,529,862
DETAILS OF WRITE-INS				
1101. Deferred Compensation	1,214,591		1,214,591	1,074,239
1102. Rabbi Trust	250,287		250,287	247,299
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	1,464,878	0	1,464,878	1,321,538
2501. Prepaid Expense	3,089,058	3,089,058	0	0
2502. Intangible Asset	80,620	80,620	0	0
2503. Other Assets	57,843		57,843	57,843
2598. Summary of remaining write-ins for Line 25 from overflow page	24,476	0	24,476	24,881
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	3,251,997	3,169,678	82,319	82,725

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded).....	124,790,384	2,706,764	127,497,148	123,571,222
2. Accrued medical incentive pool and bonus amounts	6,517,953		6,517,953	6,194,260
3. Unpaid claims adjustment expenses	1,284,958		1,284,958	1,151,572
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act	270,003		270,003	270,003
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	50,874,830		50,874,830	14,759,302
9. General expenses due or accrued	18,948,445		18,948,445	26,878,887
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$5,416,667 current) and interest thereon \$ (including \$ current)	49,400,000		49,400,000	50,000,000
15. Amounts due to parent, subsidiaries and affiliates	2,551,876		2,551,876	1,579,319
16. Derivatives.....	30,614		30,614	206,805
17. Payable for securities	7,626,526		7,626,526	7,630,575
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers).....			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ current)	31,156,021	0	31,156,021	30,727,302
24. Total liabilities (Lines 1 to 23).....	293,451,611	2,706,764	296,158,375	262,969,246
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX		0
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX		0
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	238,361,310	238,560,616
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	238,361,310	238,560,616
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	534,519,685	501,529,862
DETAILS OF WRITE-INS				
2301. Pension Liability - Long Term.....	22,304,351		22,304,351	22,551,660
2302. Retiree Health Benefits.....	1,175,834		1,175,834	1,147,373
2303. Deferred Compensation.....	1,216,136		1,216,136	1,074,239
2398. Summary of remaining write-ins for Line 23 from overflow page	6,459,701	0	6,459,701	5,954,030
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	31,156,021	0	31,156,021	30,727,302
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	1,038,738	999,427	3,985,522
2. Net premium income (including \$ non-health premium income).....	XXX	471,863,885	444,372,300	1,791,333,734
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	(2,049)	0	1,058
8. Total revenues (Lines 2 to 7)	XXX	471,861,836	444,372,300	1,791,334,792
Hospital and Medical:				
9. Hospital/medical benefits		310,148,849	297,341,980	1,156,846,610
10. Other professional services			0	0
11. Outside referrals		15,593,815	15,135,589	72,238,079
12. Emergency room and out-of-area		40,968,839	35,044,608	165,327,115
13. Prescription drugs		60,440,949	57,658,967	228,289,068
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		1,002,653	1,954,361	4,475,732
16. Subtotal (Lines 9 to 15)	0	428,155,105	407,135,505	1,627,176,604
Less:				
17. Net reinsurance recoveries			0	0
18. Total hospital and medical (Lines 16 minus 17)	0	428,155,105	407,135,505	1,627,176,604
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 3,881,689 cost containment expenses.....		6,088,736	4,319,394	23,295,552
21. General administrative expenses.....		34,009,784	28,592,578	124,063,824
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	468,253,625	440,047,478	1,774,535,981
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	3,608,211	4,324,822	16,798,811
25. Net investment income earned		1,780,454	1,487,749	6,131,075
26. Net realized capital gains (losses) less capital gains tax of \$.....		48,897	65,836	849,316
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,829,351	1,553,586	6,980,391
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	5,437,561	5,878,408	23,779,202
31. Federal and foreign income taxes incurred	XXX		0	0
32. Net income (loss) (Lines 30 minus 31)	XXX	5,437,561	5,878,408	23,779,202
DETAILS OF WRITE-INS				
0601.	XXX		0	0
0602.	XXX		0	0
0603.	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701. Gain/(Loss) on Sale of Assets.....	XXX	(2,049)	0	1,058
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	(2,049)	0	1,058
1401.			0	0
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901. CIGNA Miscellaneous Revenues.....			0	0
2902.			0	0
2903.			0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	238,560,616	284,967,190	284,967,190
34. Net income or (loss) from Line 32	5,437,561	5,878,408	23,779,202
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	1,312,654	525,860	6,227,419
37. Change in net unrealized foreign exchange capital gain or (loss)		61,510	111,053
38. Change in net deferred income tax		0	0
39. Change in nonadmitted assets	(6,949,521)	(2,743,139)	(53,225,810)
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	(23,298,437)
48. Net change in capital and surplus (Lines 34 to 47)	(199,306)	3,722,639	(46,406,574)
49. Capital and surplus end of reporting period (Line 33 plus 48)	238,361,310	288,689,829	238,560,616
DETAILS OF WRITE-INS			
4701. Correction of an Immaterial Error - 2010 Pension Reporting.....		0	(2,057,739)
4702. Additional Pension Liability.....		0	(18,843,945)
4703. Correction of an Immaterial Error - Goodwill Amortization.....		0	(2,396,753)
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	(23,298,437)

CASH FLOW

	1	2	3
	Current Year	Prior Year	Prior Year Ended
	To Date	To Date	December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	495,360,085	443,342,146	1,775,316,009
2. Net investment income	1,736,214	1,505,453	7,807,217
3. Miscellaneous income	405	10,504	0
4. Total (Lines 1 to 3)	497,096,705	444,858,103	1,783,123,226
5. Benefit and loss related payments	426,150,507	395,360,755	1,618,312,433
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	45,441,872	38,257,853	133,076,401
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	0	0	0
10. Total (Lines 5 through 9)	471,592,379	433,618,609	1,751,388,835
11. Net cash from operations (Line 4 minus Line 10)	25,504,326	11,239,495	31,734,391
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	84,792,055	109,324,601	443,744,343
12.2 Stocks	14,398	413,553	13,966,894
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	1,671,224	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	86,477,677	109,738,154	457,711,237
13. Cost of investments acquired (long-term only):			
13.1 Bonds	85,189,717	140,354,106	485,947,019
13.2 Stocks	928,819	6,840,147	110,443,429
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	255,978
13.6 Miscellaneous applications	0	1,603,386	990,652
13.7 Total investments acquired (Lines 13.1 to 13.6)	86,118,536	148,797,638	597,637,078
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	359,141	(39,059,484)	(139,925,841)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds	(600,000)	0	55,030,000
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	(5,671,577)	(3,930,513)	(22,082,161)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(6,271,577)	(3,930,513)	32,947,839
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	19,591,890	(31,750,503)	(75,243,611)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	118,010,371	193,253,982	193,253,982
19.2 End of period (Line 18 plus Line 19.1)	137,602,261	161,503,479	118,010,371

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001. Accrued Business Acquisition Costs.....		0	5,030,000
20.0002.		0	0
20.0003.		0	0

STATEMENT AS OF MARCH 31, 2012 OF THE Health Alliance Plan of Michigan

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	331,214	2,068	271,249	.0	.0	.0	18,619	39,278	.0	.0
2 First Quarter	345,576	1,902	283,848	.0	.0	.0	19,728	40,098	.0	.0
3 Second Quarter .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6 Current Year Member Months	1,038,738	5,858	853,472				59,499	119,909		
Total Member Ambulatory Encounters for Period:										
7. Physician	306,104	1,689	240,764				15,731	47,920		
8. Non-Physician	19,397	86	13,341				893	5,077		
9. Total	325,501	1,775	254,105	0	0	0	16,624	52,997	0	0
10. Hospital Patient Days Incurred	52,661	228	19,878				1,522	31,033		
11. Number of Inpatient Admissions	10,885	54	4,751				340	5,740		
12. Health Premiums Written (a).....	471,863,885	2,784,045	321,249,536				27,142,110	120,688,194		
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	471,863,885	2,784,045	321,249,536				27,142,110	120,688,194		
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	426,150,507	2,530,717	292,018,204				23,167,227	108,434,359		
18. Amount Incurred for Provision of Health Care Services	428,155,105	2,491,506	287,493,566				24,319,331	113,850,702		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 27,142,110

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	59,780,867	234,089,094	31,230,745	65,308,468	91,011,612	99,181,734
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan	4,195,068	18,972,159	1,980,240	4,291,592	6,175,308	5,119,728
6. Title XVIII - Medicare	12,511,451	95,922,908	3,587,031	21,099,072	16,098,482	19,269,760
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	76,487,386	348,984,161	36,798,016	90,699,132	113,285,402	123,571,222
10. Health care receivables (a)		2,245,021			0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	678,960		5,515,299	1,002,654	6,194,259	6,194,260
13. Totals (Lines 9-10+11+12)	77,166,346	346,739,140	42,313,315	91,701,786	119,479,661	129,765,482

(a) Excludes \$ 0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements of Health Alliance Plan of Michigan have been completed in accordance with the NAIC Accounting Practices and Procedures Manual (NAPPM). Health Alliance Plan does not utilize accounting practices that depart from the NAPPM, including different practices required by state law. Health Alliance Plan does not have any transactions which have not been addressed by NAIC statutory accounting practices and procedures.

2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

Not applicable.

3. BUSINESS COMBINATIONS AND GOODWILL

Not applicable.

4. DISCONTINUED OPERATIONS

Not applicable.

5. INVESTMENTS

A. Mortgage Loans, including Mezzanine Real Estate Loans - Not applicable.

B. Debt Restructuring - Not applicable.

C. Reverse Mortgages - Not applicable.

D. Loan-Backed Securities

(1) Prepayment assumptions for loan-backed and asset backed securities are obtained from broker dealer survey values.

(2) - (3) Securities with a recognized other-than-temporary-impairment(OTTI): HAP has not recognized any OTTI.

(4) Loan-backed securities for which an other-than-temporary impairment has not been recognized in earnings as a realized loss:

a. The aggregate amount of unrealized losses:

1. Less than 12 months \$304,000.
2. 12 months or longer \$ 71,000.

b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 months \$58,835,000.
2. 12 months or longer \$ 3,085,000.

(5) In considering whether an investment is other-than-temporarily impaired, management considers its ability and intent to hold the investment., the severity of the decline in fair value and the duration of the impairment, among other factors. Management has determined that it has the ability and intent to hold indefinitely its investment in loan-backed securities and that the severity and duration of any impairments are insufficient to indicate an other-than-temporary impairment.

E. Repurchase Agreements and/or Securities Lending Transactions - Not applicable.

HAP does not enter into securities lending transactions.

F. Real Estate - No significant change.

G. Investments in Low-Income Housing Tax Credits - Not applicable.

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

A. Health Alliance Plan has no investments in Joint Ventures, Partnerships and Limited Liability Companies that exceed 10% of its admitted assets.

B. Impaired investments in Joint Ventures, Partnerships and Limited Liability Companies - Not applicable.

7. INVESTMENT INCOME

Not applicable.

NOTES TO FINANCIAL STATEMENTS

8. DERIVATIVE INSTRUMENTS

A. Discussion of the market risk, credit risk and cash requirements of derivatives - No significant change.

B. Description of the Corporation's objectives for using derivatives - No significant change.

C. Description of the Corporation's accounting policies for derivatives - No significant change.

D. HAP does not have any net gain or loss recognized in unrealized gains or losses excluded from the assessment of hedge effectiveness.

E. The net gain or loss recognized in unrealized gains or losses resulting from futures and swaption contracts that no longer qualify for hedge accounting - not applicable.

F. Derivatives accounted for as cash flow hedges of a forecasted transaction - not applicable.

9. INCOME TAXES

Not applicable.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

No significant change.

11. DEBT

Not applicable.

12. RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS

No significant change.

13. CAPITAL AND SURPLUS, SHAREHOLDERS' DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

1. Capital Stock - not applicable

2. Preferred Stock - not applicable.

3. Dividend Restrictions - no significant change.

4. Dividends Paid - not applicable.

5. Portion of Company's profits that may be paid as ordinary dividends - no significant change.

6. Restrictions on unassigned funds (surplus) - not applicable.

7. Advances to surplus not repaid - not applicable.

8. Total amount of stock held by the Company for special purposes - not applicable.

9. Changes in balances of any special surplus funds from the prior year - not applicable.

10. The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses - no significant change.

11. Surplus Notes - not applicable.

12. The impact of any restatement due to a quasi-reorganization - not applicable.

13. The effective date of any quasi-reorganization - not applicable.

14. CONTINGENCIES

A. Contingent Commitments - not applicable.

B. Assessments - not applicable.

C. Gain Contingencies - not applicable.

NOTES TO FINANCIAL STATEMENTS

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming from Lawsuits - not applicable.

E. All Other Contingencies

CMS uses various payment mechanisms to allocate funding for Medicare programs, including determining payments by considering the risk status of Medicare members as supported by provider medical record documentation. Federal regulators audit the supporting documents and can revise payments based on the audit findings. CMS has announced that it will perform audits of selected Medicare health plans each year to validate the coding practices of and supporting documentation maintained by care providers. These audits involve a review of medical records maintained by providers, including those in and out of network, and may result in prospective and retrospective adjustments to payments made to health plans pursuant to CMS Medicare contracts. HAP has not been notified by CMS that any of its health plans have been selected for audit. HAP is unable to predict the outcome of an audit should one or all of its health plans be selected. However, the outcome of an audit could have a material effect on the results of operations.

15. LEASES

No significant change.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK

No significant change.

17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

Not applicable.

18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY UNINSURED PLANS

- A. ASO Plans - Not applicable.
- B. ASC Plans - Not applicable.
- C. Medicare or Similarly Structured Cost Based Reimbursement Contract - No significant change.

19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATION

Not applicable.

20. FAIR VALUE MEASUREMENT
A.

(1) Assets Measured at Fair Value on a Recurring Basis

(1) Description	(2) (Level 1)	(3) (Level 2)	(4) (Level 3)	(5) Total
a. Assets at fair value				
Bonds:				
U.S. Governments	\$113,122,000		\$	\$ 113,122,000
Industrial and Misc	393,000			393,000
Total Bonds	\$113,515,000	\$	\$	\$ 113,515,000
Common Stock:				
Industrial and Misc	\$	\$ 83,062,000	\$	\$ 83,062,000
Other Equity Securities	1,215,000			1,215,000
Total Common Stocks	\$ 1,215,000	\$83,062,000	\$	\$ 84,277,000
Derivative Assets:				
Future Contracts	\$	\$ 67,000	\$	\$ 67,000
Total Derivative Assets	\$	\$ 67,000	\$	\$ 67,000
Total Assets at Fair Value	\$ <u>114,730,000</u>	\$ <u>83,129,000</u>	<u>\$</u>	<u>\$197,859,000</u>
b. Liabilities at fair value				
Swaps and options	\$	\$ 31,000	\$	\$ 31,000
Total Liabilities at Fair Value	\$ <u></u>	\$ <u>31,000</u>	<u>\$</u>	<u>\$ 31,000</u>

NOTES TO FINANCIAL STATEMENTS

- (2) The Corporation's policy for recognition of transfers between levels within the fair value hierarchy is to recognize the transfer on the actual date of the event or change in circumstances that caused the transfer. The Corporation had no transfers between levels.
- (3) The Corporation has no fair value measurements categorized within Level 3 of the fair value heirarchy.
- (4) The fair value measurements categorized within Level 2 of the fair value heirarchy reported by the Corporation are obtained primarily from independent pricing services and broker dealer quotes. Mortgage backed securities are submitted to the NAIC's Securities Valuation Office for valuation.
- (5) Derivative assets and liabilities:

Description	Beginning Balance at 01/01/2011	Transfers	Total gains and (losses) included in Net Income	Total gains and (losses) included in Surplus	Purchases	Sales
a. Assets:						
Derivatives:						
Futures	21,000	_____	2,000	39,000	3,000	
Total assets	21,000	_____	2,000	39,000	3,000	
b. Liabilities						
Derivatives:						
Swaps and Options	207,000	_____	214,000	(236,000)	61,000	215,000
Total liabilities	207,000	_____	214,000	(236,000)	61,000	215,000

The fair value measurements reported by the Corporation are obtained primarily from independent pricing services and broker dealer quotes.

The Corporation's policy for recognition of transfers between levels within the fair value hierarchy is to recognize the transfer on the actual date of the event or change in circumstances that caused the transfer.

There were no transfers between levels for derivative assets and liabilities in 2012.

- B. Fair value information and information about other similar measurements disclosed under other accounting pronouncements combined with disclosures under SSAP No. 100, Fair Value Measurements - Not applicable.
- C. Aggregate fair values of financial instruments and applicable levels within the fair value heirarchy

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets/Liabilities	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	113,515,000	113,515,000	113,515,000			
Common Stock	84,277,000	84,277,000	1,215,000	83,062,000		
Derivative Assets	67,000	67,000		67,000		
Derivative Liabilities	(31,000)	(31,000)		(31,000)		

- D. Financial instruments or classes of financial instruments for which fair value measurements are not determinable - Not applicable.

21. OTHER ITEMS

- A. Extraordinary Items - Not applicable.
- B. Troubled Debt Restructuring - Not applicable.
- C. Other Disclosures - No significant change.
- D. Uncollectible Premium Balances, Bills Receivable for Premiums, Amounts Due From Agents and Brokers, Uninsured Plans or Restropectively Rated Contracts - No significant change.
- E. Business Interruption Insurance Recoveries - Not applicable.

22. EVENTS SUBSEQUENT

Not applicable.

23. REINSURANCE

Not applicable.

NOTES TO FINANCIAL STATEMENTS

24. RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION

No significant change.

25. CHANGE IN INCURRED CLAIMS AND CLAIM ADJUSTMENT EXPENSES

Claims and claims adjustment expense reserves as of December 31, 2011 were \$129,765,000. As of March 31, 2012 \$77,910,000 has been paid for incurred claims and claims adjustment expenses attributable to insured events of prior years. Claims and claims adjustment expense reserves remaining for prior years are now \$42,721,000. Changes in actuarial estimates of reserves attributable to insured events of prior years reflect revisions in estimates of medical cost trends and changes in claims processing patterns.

26. INTERCOMPANY POOLING ARRANGEMENTS

Not applicable.

27. STRUCTURED SETTLEMENTS

Not applicable.

28. HEALTHCARE RECEIVABLES

- A. Pharmaceutical Rebate Receivables - No significant change.
- B. Risk Sharing Receivables - Not applicable

29. PARTICIPATING POLICIES

Not applicable.

30. PREMIUM DEFICIENCY RESERVES

Not applicable.

31. ANTICIPATED SALVAGE AND SUBROGATION

Not applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒
- If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☐ NA ☒
- If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2009
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2009
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/29/2011
- 6.4

By what department or departments?

The Michigan Office of Financial and Insurance Regulation
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☒ No ☐ NA ☐
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
.....
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [X] No []
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$2,324,637

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [X] No []
- 11.2

If yes, give full and complete information relating thereto:
As part of their risk management strategy the Corporation's investment managers utilize options as a means of managing risk in the Corporation's investment portfolio.....
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$0
13.

Amount of real estate and mortgages held in short-term investments:\$0
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [X] No []
- 14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$121,394,012	\$121,581,459
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$743,382	\$710,886
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$122,137,394	\$122,292,346
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$0	\$0

- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [X] No []
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [X] No []
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity’s offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?

Yes [X] No []

16.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Comerica Bank NA.....	Detroit Michigan.....
The Northern Trust Company.....	Chicago Illinois.....

16.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
Not applicable.....		

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes [] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
Not applicable.....			

16.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
Not applicable.....	Brian Gamble.....	Detroit Michigan.....
	Pacific Investment Management	
104559.....	Company.....	New York New York.....
107105.....	Blackrock.....	New York New York.....
104863.....	Income Research and Management.	Boston Massachusetts.....
	J.P. Morgan Investment	
801-21011.....	Management Inc.....	Jersey City New Jersey.....

17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

17.2 If no, list exceptions:
.....

GENERAL INTERROGATORIES
PART 2 - HEALTH

1 Operating Percentages	
1.1 A&H loss percent.....	91.6 %
1.2 A&H cost containment percent	0.8 %
1.3 A&H expense percent excluding cost containment expenses.....	7.8 %
2.1 Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	\$ 0
2.3 Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$ 0

STATEMENT AS OF MARCH 31, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories									
States, Etc.	1	Direct Business Only							
		2	3	4	5	6	7	8	9
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL	N						0	
2. Alaska	AK	N						0	
3. Arizona	AZ	N						0	
4. Arkansas	AR	N						0	
5. California	CA	N						0	
6. Colorado	CO	N						0	
7. Connecticut	CT	N						0	
8. Delaware	DE	N						0	
9. Dist. Columbia	DC	N						0	
10. Florida	FL	N						0	
11. Georgia	GA	N						0	
12. Hawaii	HI	N						0	
13. Idaho	ID	N						0	
14. Illinois	IL	N						0	
15. Indiana	IN	N						0	
16. Iowa	IA	N						0	
17. Kansas	KS	N						0	
18. Kentucky	KY	N						0	
19. Louisiana	LA	N						0	
20. Maine	ME	N						0	
21. Maryland	MD	N						0	
22. Massachusetts	MA	N						0	
23. Michigan	MI	L	322,073,396	120,688,194	27,142,110			469,903,700	
24. Minnesota	MN	N						0	
25. Mississippi	MS	N						0	
26. Missouri	MO	N						0	
27. Montana	MT	N						0	
28. Nebraska	NE	N						0	
29. Nevada	NV	N						0	
30. New Hampshire	NH	N						0	
31. New Jersey	NJ	N						0	
32. New Mexico	NM	N						0	
33. New York	NY	N						0	
34. North Carolina	NC	N						0	
35. North Dakota	ND	N						0	
36. Ohio	OH	N						0	
37. Oklahoma	OK	N						0	
38. Oregon	OR	N						0	
39. Pennsylvania	PA	N						0	
40. Rhode Island	RI	N						0	
41. South Carolina	SC	N						0	
42. South Dakota	SD	N						0	
43. Tennessee	TN	N						0	
44. Texas	TX	N						0	
45. Utah	UT	N						0	
46. Vermont	VT	N						0	
47. Virginia	VA	N						0	
48. Washington	WA	N						0	
49. West Virginia	WV	N						0	
50. Wisconsin	WI	N						0	
51. Wyoming	WY	N						0	
52. American Samoa	AS	N						0	
53. Guam	GU	N						0	
54. Puerto Rico	PR	N						0	
55. U.S. Virgin Islands	VI	N						0	
56. Northern Mariana Islands	MP	N						0	
57. Canada	CN	N						0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0
59. Subtotal	XXX	322,073,396	120,688,194	0	27,142,110	0	0	469,903,700	0
60. Reporting entity contributions for Employee Benefit Plans	XXX	1,960,185						1,960,185	
61. Total (Direct Business)	(a) 1	324,033,581	120,688,194	0	27,142,110	0	0	471,863,885	0
DETAILS OF WRITE-INS									
5801.	XXX							0	
5802.	XXX							0	
5803.	XXX							0	
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

NONE

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
	Henry Ford Health Systems Group	95844	38-2242827				Health Alliance Plan of Michigan	MI	UDP	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						HAP Preferred Inc		NIA	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group	60134	38-3291563				Alliance Health and Life Insurance Company	MI		Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						Administration System Research Corporation		NIA	Health Alliance Plan of Michigan	Ownership	66.7	Henry Ford Health System	
	Henry Ford Health Systems Group						HAP Community Alliance		IA	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						Physicians Care Health Management		NIA	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group	95814	38-3123777				Midwest Health Plan, Inc	MI	IA	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						Henry Ford Health System		UIP					
	Henry Ford Health Systems Group						CuraNet Inc		NIA	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						Henry Ford Wyandotte		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						First Optometry Vision Plans, Inc		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						Detroit Osteopathic Hospital		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						Henry Ford Macomb Hospital		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						PHO of Mercy Macomb		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						Horizon Properties Inc		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						Mercy Mt. Clemens Real Estate, LLC		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						Fairlane Health Services Corp		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						Neighborhood Development LLC		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						Henry Ford Continuing Care Corp		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						Henry Ford Health Care Corp		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						Self Funded Liability Plan		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						Henry Ford Health System Foundation		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						Henry Ford Physician Network		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
	Henry Ford Health Systems Group						Northwest Detroit Dialysis		NIA	Henry Ford Health System	Ownership	56.3	Henry Ford Health System	
	Henry Ford Health Systems Group						Dialysis Partners of NW Ohio		NIA	Henry Ford Health System	Ownership	57.0	Henry Ford Health System	

16.1

16.1

16.1

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16.1

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....SEE EXPLANATION.....

Explanation:

1. HAP offers Medicare Part D through a Medicare Advantage plan

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

MQ002 Additional Aggregate Lines for Page 02 Line 25.
*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
2504. Other Receivables.....	24,476		24,476	24,881
2505.			0	
2506.			0	0
2597. Summary of remaining write-ins for Line 25 from Page 02	24,476	0	24,476	24,881

MQ003 Additional Aggregate Lines for Page 03 Line 23.
*LIAB

	1	2	3	4
	Covered	Uncovered	Total	Total
2304. Liability for CMS Coverage Gap Discount Program.....	1,429,701		1,429,701	924,030
Additional Acquisitions Costs Accrued for Purchase of Midwest				
2305. Health Plan.....	5,030,000		5,030,000	5,030,000
2397. Summary of remaining write-ins for Line 23 from Page 03	6,459,701	0	6,459,701	5,954,030

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	3,645,890	3,185,484
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	38,234	982,239
2.2 Additional investment made after acquisition .....		.0
3. Current year change in encumbrances .....		.0
4. Total gain (loss) on disposals .....		.0
5. Deduct amounts received on disposals .....		.0
6. Total foreign exchange change in book/adjusted carrying value .....		.0
7. Deduct current year's other than temporary impairment recognized .....		.0
8. Deduct current year's depreciation	129,346	521,833
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	3,554,779	3,645,890
10. Deduct total nonadmitted amounts	2,823,712	2,907,765
11. Statement value at end of current period (Line 9 minus Line 10)	731,066	738,125

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		.0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Total valuation allowance .....		.0
13. Subtotal (Line 11 plus Line 12) .....	.0	.0
14. Deduct total nonadmitted amounts .....	.0	.0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

NONE

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	743,382	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		766,000
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease)	(32,496)	(22,618)
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and depreciation .....		.0
9. Total foreign exchange change in book/adjusted carrying value .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	710,886	743,382
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12)	710,886	743,382

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	358,957,063	214,856,803
2. Cost of bonds and stocks acquired	86,118,536	595,624,458
3. Accrual of discount	89,839	135,888
4. Unrealized valuation increase (decrease)	1,477,860	6,394,180
5. Total gain (loss) on disposals	188,464	962,030
6. Deduct consideration for bonds and stocks disposed of	84,806,453	457,711,243
7. Deduct amortization of premium	383,023	1,417,666
8. Total foreign exchange change in book/adjusted carrying value	69,758	112,612
9. Deduct current year's other than temporary impairment recognized .....		.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	361,712,044	358,957,063
11. Deduct total nonadmitted amounts	45,788,390	42,358,376
12. Statement value at end of current period (Line 10 minus Line 11)	315,923,654	316,598,687

STATEMENT AS OF MARCH 31, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	253,147,357	357,190,679	342,974,234	(432,390)	266,931,411	0	0	253,147,357
2. Class 2 (a).....	13,539,013	1,302,851	1,369,450	169,053	13,641,467	0	0	13,539,013
3. Class 3 (a).....	0				0	0	0	0
4. Class 4 (a).....	0				0	0	0	0
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	266,686,370	358,493,530	344,343,684	(263,337)	280,572,878	0	0	266,686,370
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	266,686,370	358,493,530	344,343,684	(263,337)	280,572,878	0	0	266,686,370

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$;
NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	127,318,472	XXX	127,342,653	13,440	733

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	113,764,007	190,757,289
2. Cost of short-term investments acquired	273,303,815	2,452,782,325
3. Accrual of discount	1,270	18,567
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals	(6)	6,081
6. Deduct consideration received on disposals	259,740,152	2,529,731,880
7. Deduct amortization of premium.....	16,728	66,814
8. Total foreign exchange change in book/adjusted carrying value.....	6,266	(1,560)
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	127,318,472	113,764,007
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	127,318,472	113,764,007

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards

1.	Book/Adjusted Carrying Value, December 31, prior year (Line 9, prior year)	(206,805)
2.	Cost Paid/(Consideration Received) on additions	161,763
3.	Unrealized Valuation increase/(decrease)	275,108
4.	Total gain (loss) on termination recognized	(213,589)
5.	Considerations received/(paid) on terminations	7,508
6.	Amortization	
7.	Adjustment to the Book/Adjusted Carrying Value of hedged item	
8.	Total foreign exchange change in Book/Adjusted Carrying Value	
9.	Book/Adjusted Carrying Value at End of Current Period (Lines 1+2+3+4-5+6+7+8)	8,969
10.	Deduct nonadmitted assets	
11.	Statement value at end of current period (Line 9 minus Line 10)	8,969

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts

1.	Book/Adjusted carrying value, December 31 of prior year	21,488
2.	Net cash deposits (Section 1, Broker Name/Net Cash Deposits Footnote)	0
3.1	Change in variation margin on open contracts	8,449
3.2	Add:	
	Change in adjustment to basis of hedged item	
3.21	Section 1, Column 17, current year to date minus	0
3.22	Section 1, Column 17, prior year	0
	Change in amount recognized	
3.23	Section 1, Column 16, current year to date minus	0
3.24	Section 1, Column 16, prior year	(11,937) 11,937 11,937
3.3	Subtotal (Line 3.1 minus Line 3.2)	(3,488)
4.1	Variation margin on terminated contracts during the year	
4.2	Less:	
	4.21 Amount used to adjust basis of hedged item	
	4.22 Amount recognized	0
4.3	Subtotal (Line 4.1 minus Line 4.2)	0
5.	Dispositions gains (losses) on contracts terminated in prior year:	
5.1	Recognized	
5.2	Used to adjust basis of hedged items	
6.	Book/Adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2)	18,000
7.	Deduct total nonadmitted amounts	
8.	Statement value at end of current period (Line 6 minus Line 7)	18,000

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

SCHEDULE DB - VERIFICATION

Verification of Book/Adjusted Carrying Value, Fair Value and Potential Exposure of all Open Derivative Contracts

		Book/Adjusted Carrying Value Check
1.	Part A, Section 1, Column 14.....	8,969
2.	Part B, Section 1, Column 14.....	18,000
3.	Total (Line 1 plus Line 2).....	26,969
4.	Part D, Column 5.....	18,000
5.	Part D, Column 6.....	8,969
6.	Total (Line 3 minus Line 4 minus Line 5).....	0
		Fair Value Check
7.	Part A, Section 1, Column 16.....	8,969
8.	Part B, Section 1, Column 13.....	15,299
9.	Total (Line 7 plus Line 8).....	24,268
10.	Part D, Column 8.....	15,299
11.	Part D, Column 9.....	8,969
12.	Total (Line 9 minus Line 10 minus Line 11).....	0
		Potential Exposure Check
13.	Part A, Section 1, Column 21.....	0
14.	Part B, Section 1, Column 19.....	18,000
15.	Part D, Column 11.....	18,000
16.	Total (Line 13 plus Line 14 minus Line 15).....	0

SCHEDULE E - VERIFICATION
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of cash equivalents acquired	70,700,000	637,300,000
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration received on disposals	70,700,000	637,300,000
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	0
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

EO1

NONE

[illegible]

NONE

[illegible]

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

STATEMENT AS OF MARCH 31, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
Bonds - U.S. Governments									
313463-LD-0	FHLMC		01/25/2012	DIRECT		210,000	210,000		1
3135G0-ES-8	FNMA		01/20/2012	DIRECT		50,499	50,000	130	1
3135G0-GY-3	FNMA		02/02/2012	VARIOUS		1,148,322	1,140,000	43	1
3135G0-JQ-7	FNMA		03/22/2012	JPMORGANSE		455,000	455,000		1
3137EA-AD-1	FHLMC		01/30/2012	MORGAN STANLEY		177,602	150,000	2,253	1
912828-FQ-8	UNITED STATES TREAS		02/26/2012	VARIOUS		1,335,790	1,130,000	1,701	1
912828-NM-8	UNITED STATES TREAS TIPS 1.25%		03/13/2012	STATESTREE		598,006	518,350	1,050	1
912828-PL-8	UNITED STATES TREAS		02/23/2012	DIRECT		3,729,930	3,700,000	5,383	1
912828-PP-9	UNITED STATES TREAS TIPS 1.125%		03/13/2012	STATESTREE		352,623	309,993	565	1
912828-RA-0	UNITED STATES TREAS		03/23/2012	JP MORGAN CHASE		838,180	837,000	759	1
912828-RF-9	UNITED STATES TREAS		02/01/2012	VARIOUS		687,091	676,000	2,863	1
912828-RR-3	UNITED STATES TREAS		01/03/2012	UNIONBANKO		702,538	700,000	2,423	1
912828-RV-4	UNITED STATES TREAS		03/29/2012	VARIOUS		12,997,261	13,045,000	3,097	1
912828-RW-2	UNITED STATES TREAS		01/09/2012	CREDITSUITS		2,294,348	2,300,000	79	1
912828-RX-0	UNITED STATES TREAS		01/30/2012	VARIOUS		778,025	775,000	373	1
912828-RZ-5	UNITED STATES TREAS		03/29/2012	VARIOUS		3,704,468	3,720,000	1,118	1
912828-SA-9	UNITED STATES TREAS TIPS 0.125%		03/22/2012	VARIOUS		1,439,213	1,401,288	320	1
912828-SB-7	UNITED STATES TREAS		02/09/2012	VARIOUS		9,657,012	9,660,000	663	1
912828-SC-5	UNITED STATES TREAS		02/03/2012	VARIOUS		1,382,411	1,375,000	156	1
912828-SE-1	UNITED STATES TREAS		03/06/2012	VARIOUS		7,946,223	7,975,000	161	1
912828-SF-8	UNITED STATES TREAS		03/14/2012	VARIOUS		4,704,842	4,700,000	2,489	1
912828-SG-6	UNITED STATES TREAS		03/15/2012	JPMORGANSE		1,995,554	2,000,000	217	1
912828-SJ-0	UNITED STATES TREAS		03/19/2012	MORGANSTAN		1,011,267	1,025,000	487	1
912828-SK-7	UNITED STATES TREAS		03/28/2012	VARIOUS		1,035,967	1,040,000	142	1
0599999 - Bonds - U.S. Governments						59,232,172	58,892,631	26,472	XXX
Bonds - U.S. Special Revenue									
01F022-44-4	FNMA TBA		03/13/2012	CREDITSUITS		1,221,094	1,200,000	1,333	1
01F030-41-3	FNMA TBA		01/12/2012	VARIOUS		440,674	425,000	602	1
01F030-42-1	FNMA TBA		02/08/2012	VARIOUS		2,025,535	1,945,000	2,431	1
01F030-43-9	FNMA TBA		01/31/2012	MORGANSTAN		1,040,000	1,000,000	1,167	1
01F030-44-7	FNMA TBA		03/09/2012	MORGANSTAN		1,037,031	1,000,000	1,333	1
01F030-45-4	FNMA TBA		03/20/2012	MORGANSTAN		513,301	500,000	667	1
01F040-62-8	FNMA TBA		01/10/2012	VARIOUS		1,049,219	1,000,000		1
01F040-63-6	FNMA TBA		03/05/2012	VARIOUS		2,106,211	2,000,000		1
01F040-64-4	FNMA		02/07/2012	BARCLAYSBA		1,050,469	1,000,000		1
01F040-65-1	FNMA TBA		03/26/2012	BARCLAYSBA		1,044,219	1,000,000		1
3128P7-D7-5	FHLMC		03/12/2012	DIRECT		80,613	74,085	125	1
3128P7-M6-7	FHLMC		03/29/2012	CAPMSECI		142,153	133,555	184	1
3128P7-NL-3	FNMA		12/20/2011	VARIOUS		(2,974)	(2,805)	4	1
3137AK-BG-5	FHLMC SER 3986		02/01/2012	VARIOUS		298,444	271,930	172	1
3138AP-PD-4	FNMA 3138APPD4		02/03/2012	CITIGROUPG		699,829	662,952	884	1
31394U-DT-6	FNMA REMIC TR 2005-88		03/28/2012	VARIOUS		215,647	210,000	476	1
31403D-DB-2	FNMA		12/16/2011	DIRECT		(2,266)	(2,037)	4	1
31418P-GL-3	FNMA 31418PGL3		02/03/2012	CITIGROUPG		355,691	336,949	449	1
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Government and Their Political Subdivisions						13,314,890	12,754,629	9,831	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
001055-AE-2	AFLAC INC		02/15/2012	DIRECT		10,509	10,000	6	1FE
001192-AF-0	AGL CAP CORP		02/22/2012	DIRECT		29,361	25,000	186	2FE
00206R-BB-7	AT&T INC		02/08/2012	CREDITSUITS		479,659	480,000		1FE
02006A-AC-1	ALLY AUTO RECV		03/07/2012	DIRECT		112,993	113,000		1FE
026874-CA-3	AMERICAN INTL GR		01/18/2012	JPMORGANSE		133,743	135,000	2,072	2FE
026874-CT-2	AMERN INTL GROUP		03/19/2012	DIRECT		219,657	220,000		1FE
03064U-AC-4	AMERICREDIT		01/31/2012	JPMORGANSE		329,965	330,000		1FE
041239-BR-4	ARKLE MSTR	R	02/02/2012	UBSAGLONDO		210,063	210,000	773	1FE
041239-CD-4	ARKLE MASTER	R	02/07/2012	CHASEMANHA		100,060	100,000	440	1FE
05523U-AG-5	BAE SYSTEMS		02/16/2012	DIRECT		186,965	175,000	1,949	2FE
06406H-CC-1	BANK OF NEW YORK		02/13/2012	DIRECT		274,750	275,000		1FE
124857-AB-9	CBS CORP NEW		02/24/2012	MCDONALD		45,767	40,000	948	2FE

STATEMENT AS OF MARCH 31, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
12623M-AC-7	CNH EQUIP TR		03/14/2012	DIRECT		65,995	66,000		1FE
136385-AQ-4	CANADIAN NATL RES	A	02/14/2012	DONALDSON LIFKIN JENNERETTE		25,440	25,000	.92	2FE
14040H-AX-3	CAPITAL ONE FINCL		03/06/2012	VARIOUS		81,155	79,000	301	2FE
14041N-BG-5	CAPITAL ONE MULTI 14041NBG5		01/10/2012	DIRECT		195,038	195,000	77	1FE
141781-BA-1	CARGILL INC		02/21/2012	DIRECT		34,932	35,000		1FE
14912L-4M-0	CATERPILLAR FINL SVCS		01/04/2012	DIRECT		31,486	30,000	34	1FE
172967-EY-3	CITIGROUP		01/18/2012	DIRECT		133,630	125,000	3,564	1FE
172967-FS-5	CITIGROUP INC		02/13/2012	DIRECT		52,088	50,000	335	1FE
17305E-CJ-2	CITIBANK CR CARD		03/05/2012	DIRECT		134,409	120,000	2,878	1FE
17308B-AM-0	CITIBANK OMNI MSTR		01/12/2012	VARIOUS		607,679	579,000	49	1FE
191216-AU-4	COCA COLA		01/04/2012	DIRECT		35,629	35,000	261	1FE
209111-EE-9	CONSOLIDATED EDISON		01/04/2012	DIRECT		26,958	25,000	516	1FE
210518-BV-7	CONSUMERS ENERGY		01/30/2012	MCDONALD		26,425	25,000	399	1FE
21686C-AD-2	COOP CENTRALE	F	01/11/2012	VARIOUS		314,726	315,000		1FE
22541S-HT-8	CREDIT SUISSE		02/15/2012	DIRECT		109,570	102,000	307	1FE
23329P-AA-8	DNB BANK		03/26/2012	DIRECT		299,739	300,000		1FE
2515A1-4E-8	DEUTSCHE BK	F	02/06/2012	DEUTSCHEBA		189,734	185,000	468	1FE
25179M-AJ-2	DEVON ENERGY		02/13/2012	DIRECT		20,724	20,000	41	2FE
25243Y-AJ-8	DIAGEO CAP	R	01/26/2012	DIRECT		29,190	25,000	458	1FE
25459H-BC-8	DIRECTV HLDGS		03/05/2012	BANKOFAMER		199,792	200,000		1FE
254683-AT-2	DISCOVER CARD		02/01/2012	VARIOUS		494,888	495,000		1FE
26439V-AB-3	DUKE CAP LLC		01/05/2012	DIRECT		16,342	15,000	342	2FE
278865-AK-6	ECOLAB INC		03/28/2012	VARIOUS		31,274	30,000	285	2FE
34528Q-AX-2	FORD CREDIT		03/19/2012	CITIGROUPG		100,281	100,000	40	1FE
34528Q-AY-0	FORD CREDIT		03/19/2012	CITIGROUPG		104,934	105,000	49	1FE
34528Q-BH-6	FORD CREDIT		03/19/2012	CITIGROUPG		100,719	100,000	46	1FE
34528Q-BL-7	FORD CREDIT AUTO		02/07/2012	CITIGROUPG		275,000	275,000		1FE
34528Q-BM-5	FORD CREDIT FLOORPLAN		02/07/2012	CITIGROUPG		310,000	310,000		1FE
34528Q-BN-3	FORD CREDIT		02/07/2012	CITIGROUPG		175,000	175,000		1FE
35177P-AS-6	FRANCE TELECOM	F	01/20/2012	VARIOUS		276,866	260,000	512	1FE
35177P-AU-1	FRANCE TELECOM		02/01/2012	BANKOFAMER		152,762	150,000	1,240	1FE
38141G-EA-8	GOLDMAN SACHS		01/19/2012	DIRECT		46,588	45,000	58	1FE
423074-AL-7	HEINZ H J CO		01/30/2012	MCDONALD		25,384	25,000	194	2FE
43641N-AT-1	HOLMES MASTER CMO	F	01/17/2012	UNIONBANKO		418,488	420,000	23	1FE
43813U-AB-6	HONDA AUTO RECV		02/14/2012	MONTGOMERY SECURITIES		294,973	295,000		1FE
44328M-AL-8	HSBC BK PLC	F	02/22/2012	NOMURASECU		203,720	200,000	1,602	1FE
44614A-AC-7	HUNTINGTON AUTO		03/01/2012	DIRECT		99,980	100,000		1FE
46625Y-TZ-6	JP MORGAN CHASE		02/01/2012	DIRECT		165,748	164,107	111	1FE
47787B-AB-1	JOHN DEERE		02/22/2012	DIRECT		158,998	159,000		1FE
487836-BF-4	KELLOG CO		02/14/2012	STERNEAGEE		25,294	25,000	117	2FE
501044-CP-4	KROGER		01/30/2012	MCDONALD		10,116	10,000	8	2FE
50540R-AF-9	LABORATORY CORP		01/04/2012	DIRECT		22,574	20,000	75	2FE
50540R-AH-5	LAB CORP OF AMER		03/28/2012	MORGAN STANLEY		20,724	20,000	234	2FE
59217G-AM-1	METLIFE GLOBAL		01/04/2012	DEUTSCHEBA		199,630	200,000		1FE
61745M-UC-5	MORGAN STANLEY		02/10/2012	VARIOUS		253,969	249,697		1FE
61747M-AD-1	MORGAN STANLEY		01/13/2012	MORGANSTAN		244,983	250,000	3,494	1FE
64952W-BE-2	NEW YORK LIFE GLOBAL		01/09/2012	CREDITSUIS		339,633	340,000		1FE
65504L-AH-0	NOBLE HLDG INTL		02/07/2012	DIRECT		1,999	2,000		2FE
65557F-AC-0	NORDEA BK	F	03/14/2012	DIRECT		199,574	200,000		1FE
664397-AH-9	NORTHEAST UTILITIES		03/19/2012	CITIGROUPG		265,000	265,000		2FE
693476-AT-0	PNC FDG CORP		03/19/2012	DIRECT		16,669	15,000	278	2FE
69371R-K5-4	PACCAR FINCL		03/01/2012	DIRECT		32,994	33,000		1FE
74251V-AB-8	PRINCIPAL FINL		02/03/2012	USBANCORP		141,376	125,000	2,270	1FE
78008T-LB-8	ROYAL BANK OF CAN	I	03/29/2012	FIRST TENSE		51,368	50,000	233	1FE
78573A-AB-6	SABMILLER HLDGS		01/10/2012	JPMORGANSE		204,608	205,000		2FE
80281A-AC-3	SANTANDER DIR AUTO		01/11/2012	CITIGROUPG		169,999	170,000		1FE
806854-AA-3	SCHLUMBERGER INVT	F	01/09/2012	DIRECT		25,305	25,000	160	1FE
828807-BP-1	SIMON PPTY GROUP		01/25/2012	DIRECT		280,319	248,000	2,337	1FE
842400-FK-4	SOUTHERN CAL EDISON		01/06/2012	DIRECT		22,123	20,000	371	1FE
87612E-AY-2	TARGET CORP		01/09/2012	DIRECT		145,000	145,000		1FE
89153V-AA-7	TOTAL CAPITAL	R	02/14/2012	DIRECT		10,952	11,000		1FE
89233P-4B-9	TOYOTA MTR CR CORP M		03/23/2012	USBANCORP		10,646	10,000	90	1FE

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STATEMENT AS OF MARCH 31, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
		F o r e i g n								11	12	13	14	15							
CUSIP Identifi- cation	Description		Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Design- ation or Market Indicator (a)
Bonds - U.S. Governments																					
3128X9-ZJ-2..	FHLMC.....	02/16/2012..	MATURED.....		680,000	680,000	679,436	680,020		(20)		(20)		680,000			0	288	02/16/2012..	1	
3133XV-EM-9..	FEDERAL HOME LN BK.....	01/31/2012..	VARIOUS.....		556,543	550,000	557,851	553,955		(374)		(374)		553,581		2,963	2,963	1,738	11/21/2012..	1	
313560-GY-3..	FNMA.....	02/03/2012..	5601205.....		495,564	490,000	489,211		10		10	489,221		489,221		6,344	6,344	459	01/30/2017..	1	
31398A-E2-4..	FNMA.....	02/02/2012..	DIR.....		330,321	325,000	330,055	327,873		(221)		(221)		327,652		2,669	2,669	2,544	02/22/2013..	1	
38373M-SJ-0..	GNMA.....	03/01/2012..	PAYDOWN.....		27,720	27,720	29,742	27,839		(119)		(119)		27,720			0	240	01/16/2037..	1	
383730-HX-2..	GNMA.....	03/01/2012..	PAYDOWN.....		4,899	4,899	5,070	4,910		(11)		(11)		4,899			0	42	02/16/2032..	1	
38374K-DQ-3..	GNMA.....	03/20/2012..	PAYDOWN.....		7,573	7,573	7,575		(20)		(20)	7,593		7,573			0	7	09/20/2033..	1	
38375J-CG-8..	GNMA REMIC.....	03/01/2012..	PAYDOWN.....		45,899	45,899	49,176	45,951		(53)		(53)		45,899			0	400	06/16/2031..	1	
83162C-NW-9..	SMALL BUSINESS ADMIN.....	01/03/2012..	DIR.....		11,676	11,676	12,426	12,384		0		0		12,384		(708)	(708)	308	07/01/2024..	1	
83162C-PG-2..	SMALL BUSINESS ADMIN.....	01/03/2012..	DIR.....		21,215	21,215	22,601	22,524		(1)		(1)		22,523		(1,308)	(1,308)	528	01/01/2025..	1	
912828-F0-8..	UNITED STATES TREAS.....	03/13/2012..	6431105.....		1,116,803	950,000	1,122,883		(1,811)		(1,811)	1,121,072		1,121,072		(4,269)	(4,269)	3,563	08/15/2016..	1	
912828-PB-0..	UNITED STATES TREAS.....	03/29/2012..	SALOMON.....		948,842	946,000	950,256	950,134		(582)		(582)		949,551		(709)	(709)	2,197	10/15/2013..	1	
912828-PL-8..	UNITED STATES TREAS.....	03/26/2012..	8944407.....		2,115,251	2,100,000	2,116,988		(839)		(839)	2,116,149		2,116,149		(898)	(898)	4,432	12/15/2013..	1	
912828-PR-5..	UNITED STATES TREAS.....	03/09/2012..	VARIOUS.....		2,300,905	2,290,000	2,287,176	2,288,873	98		98	2,288,971		2,288,971		11,934	11,934	4,342	01/31/2013..	1	
912828-QN-3..	UNITED STATES TREAS.....	01/26/2012..	VARIOUS.....		2,215,168	2,000,000	2,144,086	2,118,034	(814)		(814)	2,117,220		2,117,220		97,948	97,948	18,065	05/15/2021..	1	
912828-QZ-6..	UNITED STATES TREAS.....	03/23/2012..	VARIOUS.....		1,646,234	1,641,000	1,646,226	1,645,170	(666)		(666)	1,644,504		1,644,504		1,730	1,730	2,246	05/31/2013..	1	
912828-RC-6..	2, 125%.....	02/22/2012..	DIR.....		304,676	299,937	296,364	297,414	(949)	48		(901)		296,512		8,164	8,164	3,322	08/15/2021..	1	
912828-RF-9..	UNITED STATES TREAS.....	02/10/2012..	DIR.....		808,939	799,000	811,221	124,128	(89)		(89)	811,130		811,130		(2,191)	(2,191)	3,546	08/28/2016..	1	
912828-RN-2..	UNITED STATES TREAS.....	02/09/2012..	VARIOUS.....		10,230,083	10,230,000	10,223,679	10,224,163	342		342	10,224,505		10,224,505		5,577	5,577	7,109	10/30/2013..	1	
912828-RO-5..	UNITED STATES TREAS.....	01/04/2012..	5601205.....		5,018,722	5,015,000	5,011,119	5,011,150	15		15	5,011,165		5,011,165		7,557	7,557	2,635	11/15/2014..	1	
912828-RR-3..	UNITED STATES TREAS.....	01/03/2012..	6061105.....		703,063	700,000	709,935	709,933	0		0	709,933		709,933		(6,871)	(6,871)	1,885	11/15/2021..	1	
912828-RU-6..	UNITED STATES TREAS.....	01/11/2012..	VARIOUS.....		396,121	395,000	394,013	394,029	5		5	394,034		394,034		2,086	2,086	401	11/30/2016..	1	
912828-RV-4..	UNITED STATES TREAS.....	03/23/2012..	VARIOUS.....		12,680,097	12,727,000	12,681,513	271,861	717		717	12,682,231		12,682,231		(2,133)	(2,133)	4,145	12/15/2014..	1	
912828-RW-2..	UNITED STATES TREAS.....	02/09/2012..	VARIOUS.....		3,102,717	3,110,000	3,101,819	807,465	275		275	3,102,088		3,102,088		629	629	359	12/31/2013..	1	
912828-RZ-5..	UNITED STATES TREAS.....	03/05/2012..	VARIOUS.....		1,701,171	1,706,000	1,702,766		39		39	1,702,804		1,702,804		(1,633)	(1,633)	360	01/15/2015..	1	
912828-SB-7..	UNITED STATES TREAS.....	03/22/2012..	VARIOUS.....		1,049,130	1,050,000	1,049,674		7		7	1,049,681		1,049,681		(551)	(551)	233	01/31/2014..	1	
912828-SC-5..	UNITED STATES TREAS.....	03/20/2012..	VARIOUS.....		384,865	390,000	392,432		(65)		(65)	392,367		392,367		(7,501)	(7,501)	465	01/31/2017..	1	
912828-SE-1..	UNITED STATES TREAS.....	03/19/2012..	VARIOUS.....		4,217,726	4,240,000	4,225,108		132		132	4,225,240		4,225,240		(7,515)	(7,515)	354	02/15/2015..	1	
912828-SF-8..	UNITED STATES TREAS.....	03/14/2012..	VARIOUS.....		2,857,797	2,900,000	2,921,977		(177)		(177)	2,921,800		2,921,800		(64,003)	(64,003)	4,154	02/15/2022..	1	
912828-SG-6..	UNITED STATES TREAS.....	03/15/2012..	3958102.....		1,995,540	2,000,000	1,995,554		(14)		(14)	1,995,540		1,995,540			0	217	02/28/2014..	1	
0599999 - Bonds - U.S. Governments					57,975,260	57,652,919	57,967,932	26,525,403	(949)	(4,188)	0	(5,137)	0	57,927,949	0	47,311	47,311	70,584	XXX	XXX	
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
01F022-44-4..	FNMA TBA.....	03/19/2012..	VARIOUS.....		1,213,406	1,200,000	1,221,094		(10)		(10)			1,221,084		(7,678)	(7,678)	1,333	04/01/2042..	1	
01F030-41-3..	FNMA TBA.....	01/12/2012..	VARIOUS.....		440,674	425,000	440,674		(2)		(2)	440,672		440,672		2	2	602	12/31/2040..	1	
01F030-42-1..	FNMA TBA.....	02/08/2012..	VARIOUS.....		4,102,901	3,945,000	4,077,098	2,051,560	(12)		(12)	4,077,083		4,077,083		25,818	25,818	4,931	02/25/2026..	1	
01F030-43-9..	FNMA TBA.....	03/09/2012..	8983105.....		1,039,727	1,000,000	1,040,000		0		0	1,040,000		1,040,000		(273)	(273)	1,167	03/25/2027..	1	
01F030-44-7..	FNMA TBA.....	03/20/2012..	8983105.....		514,688	500,000	518,516		(1)		(1)	518,515		518,515		(3,828)	(3,828)	667	12/31/2040..	1	
01F040-61-0..	FNMA TBA.....	01/06/2012..	DIR.....		(1,575,465)	(1,500,000)	(1,554,844)	1,554,844	0		0	(1,554,844)		(1,554,844)		(20,621)	(20,621)	3,167	01/25/2039..	1	
01F040-62-8..	FNMA TBA.....	01/09/2012..	DIR.....		1,047,656	1,000,000	1,049,219		(9)		(9)	1,049,210		1,049,210		(1,554)	(1,554)		02/15/2039..	1	
01F040-63-6..	FNMA TBA.....	03/05/2012..	VARIOUS.....		2,105,703	2,000,000	2,106,211		(11)		(11)	2,106,200		2,106,200		(497)	(497)		03/15/2039..	1	
01F040-64-4..	FNMA.....	03/26/2012..	196101.....		1,046,484	1,000,000	1,050,469		(9)		(9)	1,050,460		1,050,460		(3,976)	(3,976)		04/15/2040..	1	
31283K-ZD-3..	FHLMC.....	03/01/2012..	PAYDOWN.....		13,647	13,647	14,607	13,671	(23)		(23)	13,647		13,647			0	113	12/01/2019..	1	
3128JP-3B-4..	FHLMC.....	02/01/2012..	PAYDOWN.....		20,140	20,140	21,070	18,661	1,479		1,479	20,140		20,140			0		10/01/2039..	1	
3128JP-7K-0..	FHLMC.....	03/01/2012..	PAYDOWN.....		16,360	16,360	16,971	15,733	628		628	16,360		16,360			0	32	02/01/2040..	1	
3128JQ-HT-8..	FHLMC.....	02/01/2012..	PAYDOWN.....		21,777	21,777	22,318	21,662	115		115	21,777		21,777			0	47	07/01/2040..	1	
3128MC-LV-5..	FHLMC.....	03/01/2012..	PAYDOWN.....		25,053	25,053	27,073	25,095	(42)		(42)	25,095		25,053			0	202	09/01/2021..	1	
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STATEMENT AS OF MARCH 31, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
3138EG-B4-5...	FNMA		02/27/2012	VARIOUS		555,319	518,690	553,782	552,283		(3,029)		(3,029)		549,254		6,065	6,065	5,250	03/01/2026	1
3138EG-EG-5...	FNMA		03/01/2012	PAYDOWN		2,069	2,069	2,171	2,069		(1)		(1)		2,069					09/01/2036	1
3138EG-HF-4...	FNMA		03/01/2012	PAYDOWN		6,527	6,527	7,133	6,541		(14)		(14)		6,527					09/01/2023	1
313921-C5-5...	FNMA		03/01/2012	PAYDOWN		3,774	3,774	4,038	3,780		(6)		(6)		3,774					11/25/2017	1
313921-Y8-5...	FNMA REMIC 2001-60		03/01/2012	PAYDOWN		3,031	3,031	3,302	3,095		(63)		(63)		3,031					11/25/2031	1
31392W-MR-8...	FHLMC		03/01/2012	PAYDOWN		11,170	11,170	11,603	11,188		(18)		(18)		11,170					03/15/2032	1
31393G-J0-8...	FHLMC		03/01/2012	PAYDOWN		17,495	17,495	18,096	17,549		(54)		(54)		17,495					05/15/2022	1
31393K-TW-5...	FHLMC		03/01/2012	PAYDOWN		2,203	2,203	2,375	2,206		(2)		(2)		2,203					02/15/2033	1
31393T-D5-2...	FNMA		03/01/2012	PAYDOWN		5,627	5,627	5,757	5,630		(3)		(3)		5,627					08/25/2033	1
31393U-L6-6...	FNMA		03/01/2012	PAYDOWN		3,325	3,325	3,462	3,327		(2)		(2)		3,325					08/25/2033	1
31394A-HT-6...	FNMA		03/01/2012	PAYDOWN		4,293	4,293	4,442	4,304		(11)		(11)		4,293					09/25/2032	1
31394B-SA-8...	FNMA		03/01/2012	PAYDOWN		6,766	6,766	7,157	6,772		(6)		(6)		6,766					01/25/2035	1
31394B-BF-0...	FNMA		03/01/2012	PAYDOWN		12,338	12,338	12,935	12,364		(26)		(26)		12,338					07/25/2018	1
31394D-A4-2...	FNMA REMIC 2005-48		03/01/2012	PAYDOWN		7,208	7,208	7,758	7,218		(10)		(10)		7,208					02/25/2035	1
31394E-FT-0...	FNMA		03/01/2012	PAYDOWN		6,277	6,277	6,835	6,286		(9)		(9)		6,277					07/25/2035	1
31394F-N9-2...	FNMA REMIC 2005-84		03/01/2012	PAYDOWN		11,776	11,776	12,835	11,795		(19)		(19)		11,776					10/25/2035	1
31394F-WS-0...	FNMA		01/01/2012	PAYDOWN		31,341	31,341	32,213	32,213		(849)		(849)		31,341					01/25/2035	1
31394G-HU-0...	FHLMC		03/01/2012	PAYDOWN		8,826	8,826	9,316	8,846		(21)		(21)		8,826					11/15/2031	1
31394H-JF-9...	FHLMC		03/01/2012	PAYDOWN		198	198	214	199						198					10/15/2032	1
31394L-4E-9...	FHLMC		03/01/2012	PAYDOWN		22,660	22,660	24,104	22,701		(41)		(41)		22,660					01/15/2033	1
31394P-SZ-7...	FHLMC		03/01/2012	PAYDOWN		12,244	12,244	13,107	12,275		(30)		(30)		12,244					02/15/2019	1
31394T-WT-8...	FHLMC		03/01/2012	PAYDOWN		818	818	871	818						818					10/15/2032	1
31394X-SN-7...	FHLMC		03/01/2012	PAYDOWN		92,917	92,917	96,517	93,718		(801)		(801)		92,917					09/15/2029	1
31395E-NK-9...	FHLMC		03/01/2012	PAYDOWN		12,560	12,560	13,102	12,608		(48)		(48)		12,560					01/15/2032	1
31395F-NK-6...	FHLMC		03/01/2012	PAYDOWN		7,246	7,246	7,625	7,255		(9)		(9)		7,246					09/15/2024	1
31395W-DT-3...	FHLMC		03/01/2012	PAYDOWN		12,685	12,685	13,427	12,696		(11)		(11)		12,685					11/15/2033	1
31395W-SH-3...	FHLMC		03/01/2012	PAYDOWN		11,645	11,645	12,639	11,663		(18)		(18)		11,645					02/15/2035	1
31395W-Y8-6...	FHLMC		03/01/2012	PAYDOWN		32,583	32,583	34,365	32,634		(51)		(51)		32,583					07/15/2019	1
313960-FC-8...	FNMA		03/01/2012	PAYDOWN		8,897	8,897	9,336	8,904		(7)		(7)		8,897					07/25/2039	1
313960-MN-6...	FNMA		03/01/2012	PAYDOWN		4,281	4,281	4,661	4,286		(4)		(4)		4,281					05/25/2037	1
313960-TN-9...	FNMA		03/01/2012	PAYDOWN		8,979	8,979	9,979	8,998		(20)		(20)		8,979					05/25/2039	1
31396Y-H2-1...	FNMA		03/01/2012	PAYDOWN		26,585	26,585	28,037	26,627		(41)		(41)		26,585					09/25/2035	1
31397H-A6-3...	FHLMC		03/01/2012	PAYDOWN		6,373	6,373	6,692	6,385		(11)		(11)		6,373					01/15/2031	1
31397L-S7-5...	FNMA		03/01/2012	PAYDOWN		1,647	1,647	1,782	1,649		(2)		(2)		1,647					07/25/2019	1
31397N-L4-5...	FNMA		03/01/2012	PAYDOWN		2,726	2,726	3,011	2,731		(5)		(5)		2,726					06/25/2039	1
31398F-2M-2...	FNMA		02/15/2012	VARIOUS		110,052	102,356	107,131	107,219		(255)		(255)		106,965		3,087	3,087		07/25/2019	1
31398K-ZB-9...	FHLMC		03/01/2012	PAYDOWN		6,492	6,492	6,790	6,498		(7)		(7)		6,492					11/15/2038	1
31398M-GL-4...	FNMA		02/15/2012	VARIOUS		109,102	101,782	104,867	104,394		(1,339)		(1,339)		103,055		6,047	6,047		09/25/2019	1
31398P-CM-9...	FNMA		03/25/2012	PAYDOWN		22,472	22,472	22,510	22,516		(44)		(44)		22,472					04/25/2025	1
31398R-UH-6...	FNMA		03/01/2012	PAYDOWN		12,104	12,104	12,649	12,115		(11)		(11)		12,104					06/25/2040	1
31403D-DB-2...	FNMA		03/01/2012	PAYDOWN		3,877	3,877	4,313		(436)			(436)		3,877					06/01/2035	1
31403D-DL-0...	FNMA POOL #745407		03/01/2012	PAYDOWN		10,802	10,802	11,787	10,818		(16)		(16)		10,802					04/01/2024	1
31407Q-F4-3...	FNMA POOL #837287		03/01/2012	PAYDOWN		1,598	1,598	1,668	1,598						1,598					08/01/2035	1
31410L-CR-1...	FNMA		03/01/2012	PAYDOWN		13,634	13,634	14,747	13,661		(26)		(26)		13,634					06/01/2018	1
31416B-T2-4...	FNMA		03/01/2012	PAYDOWN		3,195	3,195	3,329	3,196		(1)		(1)		3,195					07/01/2035	1
31416C-FK-7...	FNMA		03/01/2012	PAYDOWN		4,191	4,191	4,549	4,191		(7)		(7)		4,191					05/01/2026	1
31416R-R5-4...	FNMA		03/01/2012	PAYDOWN		10,909	10,909	11,316	10,916		(7)		(7)		10,909					08/01/2039	1
31417T-R7-7...	FNMA		03/01/2012	PAYDOWN		26,499	26,499	27,488	26,527		(28)		(28)		26,499					01/01/2040	1
31418M-Q6-0...	FNMA		03/01/2012	PAYDOWN		11,735	11,735	12,540	11,753		(18)		(18)		11,735					11/01/2021	1
31418P-GL-3...	FNMA 31418PGL3		02/06/2012	751201		355,797	336,949	355,691		(2)			(2)		355,690		107	107		03/01/2040	1
31419A-6X-0...	FNMA		03/01/2012	PAYDOWN		33,674	33,674	35,300	33,715		(41)		(41)		33,674					09/01/2020	1
31419B-AV-7...	FNMA		03/01/2012	PAYDOWN		27,999	27,999	30,064	28,048		(49)		(49)		27,999					12/01/2019	1
31419F-VT-0...	FNMA #AE5125		01/25/2012	DIR		524,612	500,380	508,902	508,659		(38)		(38)		508,621		15,991	15,991	2,260	10/01/2040	1
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						14,333,542	13,770,667	14,301,698	6,831,002	0	(6,713)	0	(6,713)	0	14,249,008	0	84,534	84,534	37,670	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
02005L-AC-8...	ALLY AUTO REC		03/15/2012	PAYDOWN		147,807	147,807	148,120	147,845		(37)		(37)		147,807				338	07/15/2014	1FE
02005R-AA-9...	ALLY AUTO REC		03/16/2012	VARIOUS		97,624	97,624	97,571		26			26		97,619		5		119	03/15/2013	1FE
02005R-AB-7...	ALLY AUTO REC		03/15/2012	PAYDOWN		1,299	1,299	1,298	1,299						1,299					01/15/2015	1FE
0258MO-DC-0...	AMERICAN EXPRESS		03/06/2012	912105		62,947	61,000	60,202	60,214		30		30		60,244				801	09/19/2016	1FE
02666Q-ZH-9...	AMERN HONDA FINCL		03/27/2012	MATURED		100,000	100,000	104,614	101,030		(1,030)		(1,030)		100,000		2,703	2,703	2,550	03/27/2012	1FE
03064W-AB-4...	AMERICREDIT AUTO		03/08/2012	PAYDOWN		84,660	84,660	84,647	84,659						84,660				118	06/09/2014	1FE
04271A-AB-7...	ARRAN RESIDENTIAL MT	F	03/16/2012	DIR		21,739	21,739	21,279	23,099		(1,806)		(1,806)		21,293		447	447	34	09/16/2056	1FE
04271G-AA-6...	ARRAN RESIDENTIAL MTG	F	02/19/2012	PAYDOWN		34,555	34,555	34,555	34,555						34,555				148	11/19/2047	1FE
05565Q-B6-2...	BP CAPITAL MKTS	F	03/10/2012	MATURED		250,000	250,000	254,635	250,615		(615)		(615)		250,000				3,906	03/10/2012	1FE

STATEMENT AS OF MARCH 31, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
05950X-AB-2..	BANC AMERICA.....		03/01/2012..	PAYDOWN.....		1,042	1,042	1,081	1,042				.0		1,042			.0	.10	..09/10/2047..	1FM..
059512-AB-9..	BANC AMER COML MTG.....		03/01/2012..	PAYDOWN.....		102,095	102,095	107,284	102,094		.1		.1		102,095			.0	1,447	..06/10/2049..	1FM..
060516-EA-3..	BANK AMER FDG CORP.....		03/27/2012..	MONTGOME.....		38,525	35,000	36,988			(92)		(92)		36,790		1,736	1,736	1,510	..08/01/2016..	1FE..
06052J-AC-6..	BANK AMERICA.....		03/15/2012..	PAYDOWN.....		16,203	16,203	16,284	16,217		(13)		(13)		16,203			.0	.37	..03/17/2014..	1FE..
06052W-AC-9..	BANK AMER AUTO TR 20.....		03/15/2012..	PAYDOWN.....		121,876	121,876	122,048	121,899		(23)		(23)		121,876			.0	263	..07/15/2014..	1FE..
097014-AN-4..	BOEING CAP CORP.....		02/16/2012..	DIR.....		99,822	96,000	95,944	95,946		.3		.3		95,949		3,873	3,873	1,139	..08/15/2016..	1FE..
10112R-AK-0..	BOSTON PPTYS LTD PAR.....		02/21/2012..	CALLED.....		500,000	500,000	504,281	504,178		(7)		(7)		504,171		(4,171)	(4,171)	7,267	..02/15/2037..	2FE..
12513Y-AC-4..	CITIGROUP COML MTG T.....		03/01/2012..	PAYDOWN.....		26,023	26,023	27,092	26,023		.1		.1		26,023			.0	1,889	..12/11/2049..	1FM..
12619S-AC-0..	CNH EQUIP TRUST.....		03/15/2012..	PAYDOWN.....		25,042	25,042	25,001	25,039		.3		.3		25,042			.0	.43	..05/15/2015..	1FE..
13974D-AD-8..	CAPITAL AUTO RECEIVA.....		02/15/2012..	VARIOUS.....		17,812	17,812	18,391	18,181		(218)		(218)		17,963		(151)	(151)	113	..03/15/2014..	1FE..
	CAPITAL ONE MULTI.....																				
14041N-BG-5..	14041NBG5.....		02/06/2012..	DIR.....		195,282	195,000	195,038			(1)		(1)		195,037		245	245	146	..12/15/2016..	1FE..
14313C-AC-0..	CARMAX AUTO.....		03/15/2012..	PAYDOWN.....		22,279	22,279	22,446	22,300		(21)		(21)		22,279			.0	.57	..07/15/2014..	1FE..
14313E-AC-6..	CARMAX AUTO.....		03/15/2012..	PAYDOWN.....		23,226	23,226	23,371	23,240		(14)		(14)		23,226			.0	.55	..02/16/2015..	1FE..
171203-AC-6..	CHRYSLER FINCL.....		03/15/2012..	PAYDOWN.....		14,241	14,241	14,441	14,277		(37)		(37)		14,241			.0	.66	..01/15/2016..	1FE..
172967-EU-1..	CITIGROUP INC.....		01/18/2012..	DIR.....		136,375	130,000	137,397	133,908		(138)		(138)		133,770		2,605	2,605	3,615	..08/19/2013..	1FE..
173067-GM-5..	CITIGROUP CMO.....		03/01/2012..	PAYDOWN.....		25,845	25,845	25,959	25,848		(2)		(2)		25,845			.0	.178	..05/15/2043..	1FE..
17308B-AH-1..	CITIBANK OMNI MASTER.....		01/12/2012..	8983105.....		502,881	500,000	506,865	505,727		(167)		(167)		505,561		(2,680)	(2,680)	1,123	..05/15/2016..	1FE..
199575-AJ-9..	COLUMBUS SOUTHN PWR.....		03/16/2012..	MATURED.....		450,000	450,000	449,366	450,104		(104)		(104)		450,000			.0	1,086	..03/16/2012..	1FE..
200466-AC-2..	CMO COMM 2006-FL12.....		03/15/2012..	PAYDOWN.....		2,343	2,343	2,281	2,340		.2		.2		2,343			.0	.1	..12/15/2020..	1FM..
21686C-AD-2..	COOP CENTRALE.....	F.	01/30/2012..	751201.....		204,678	200,000	199,826			(2)		(2)		199,824		4,854	4,854	244	..01/19/2017..	1FE..
233050-AN-3..	DBUS 2011-LC1.....		03/01/2012..	PAYDOWN.....		1,176	1,176	1,185	1,176		.0		.0		1,176			.0	.40	..06/01/2017..	1FM..
233882-AF-6..	DAIMLERCHRYSLER AUTO.....		02/08/2012..	PAYDOWN.....		23,310	23,310	24,184	23,743		(432)		(432)		23,310			.0	.178	..03/08/2013..	1FE..
25214G-AA-1..	DEXIA CR LOC ACTING.....		03/06/2012..	2196101.....		988,000	1,000,000	985,360	993,490		1,040		1,040		994,530		(6,530)	(6,530)	10,222	..03/05/2013..	1FE..
260543-BZ-5..	DOW CHEM.....		03/08/2012..	CALLED.....		397,156	390,000	409,297	395,659		(1,685)		(1,685)		393,974		3,182	3,182	10,666	..08/15/2012..	2FE..
30224X-AA-2..	EXTENDED STAY AMER.....		03/01/2012..	PAYDOWN.....		2,258	2,258	2,235	2,258		.0		.0		2,258			.0	.12	..11/05/2027..	1FM..
	FORD CREDIT AUTO OWNER.....																				
34529H-AC-7..	TRUST.....		03/15/2012..	PAYDOWN.....		63,449	63,449	63,875	63,515		(66)		(66)		63,449			.0	159	..01/15/2014..	1FE..
36158Y-HA-0..	GE CAP CMO.....		03/01/2012..	PAYDOWN.....		4,200	4,200	4,408	4,200		.0		.0		4,200			.0	.48	..12/10/2037..	1FM..
36159J-AX-9..	GE CAP CR CARD WASTE.....		02/29/2012..	DIR.....		509,020	509,000	505,401	506,646		236		236		506,882		2,138	2,138	347	..03/15/2015..	1FE..
36233Z-AB-4..	GS MTG SEC.....		01/01/2012..	PAYDOWN.....		.978	.978	.982	.978		.0		.0		.978			.0	.4	..11/10/2039..	1FM..
38141G-EW-0..	GOLDMAN SACHS GROUP.....		02/06/2012..	MATURED.....		250,000	250,000	242,500	249,535		465		465		250,000			.0	.389	..02/06/2012..	1FE..
396789-LG-2..	GREENWICH CAP.....		03/01/2012..	PAYDOWN.....		14,587	14,587	14,669	14,587		.0		.0		14,587			.0	.66	..04/10/2037..	1FE..
	GREENWICH CAP COML FDG.....																				
396789-LL-1..	CORP.....		02/01/2012..	VARIOUS.....		418,495	384,000	405,315	405,055		.4		.4		405,059		13,436	13,436	3,436	..04/10/2037..	1FM..
404280-AM-1..	HSBC HLDGS.....	F.	03/14/2012..	8944407.....		117,558	100,000	99,927	99,918		(2)		(2)		99,916		17,642	17,642	2,067	..01/14/2042..	1FE..
	HONDA AUTO RECEIVABLES.....																				
43812W-AC-1..	TRUST.....		03/15/2012..	PAYDOWN.....		6,472	6,472	6,532	6,485		(14)		(14)		6,472			.0	.24	..05/15/2013..	1FE..
43813B-AB-8..	HONDA AUTO REC.....		03/21/2012..	VARIOUS.....		147,815	147,815	147,734	147,790		25		25		147,815			.0	124	..03/21/2012..	1FE..
	HYUNDAI AUTO RECEIVABLES.....																				
44921A-AC-5..	TRUST.....		03/15/2012..	PAYDOWN.....		9,613	9,613	9,703	9,631		(18)		(18)		9,613			.0	.32	..08/15/2013..	1FE..
44923W-AC-5..	HYUNDAI AUTO.....		03/15/2012..	PAYDOWN.....		40,189	40,189	40,452	40,217		(28)		(28)		40,189			.0	.100	..10/15/2014..	1FE..
46625M-LS-6..	JP MORGAN CMO.....		03/01/2012..	PAYDOWN.....		35,012	35,012	36,394	35,084		(72)		(72)		35,012			.0	.227	..07/12/2037..	1FM..
46625Y-JE-4..	JP MORGAN CMO.....		01/01/2012..	PAYDOWN.....		3,327	3,327	3,425	3,327		.0		.0		3,327			.0	.14	..08/12/2037..	1FM..
46625Y-TZ-6..	JP MORGAN CHASE.....		03/15/2012..	PAYDOWN.....		.574	.574	.579	.579		(6)		(6)		.574			.0	.2	..10/15/2042..	1FE..
46629P-AM-0..	JP MORGAN CHASE.....		03/01/2012..	PAYDOWN.....		5,031	5,031	5,147	5,031		.0		.0		5,031			.0	.22	..05/15/2047..	1FM..
58768Z-AC-9..	MERCEDES BENZ.....		03/15/2012..	PAYDOWN.....		47,941	47,941	48,231	47,981		(40)		(40)		47,941			.0	.113	..08/15/2014..	1FE..
606935-AF-1..	MERRILL LYNCH CMO.....		03/01/2012..	PAYDOWN.....		24,870	24,870	26,046	24,880		(10)		(10)		24,870			.0	.211	..02/12/2039..	1FE..
61745M-JC-5..	MORGAN STANLEY.....		03/15/2012..	PAYDOWN.....		8,641	8,641	8,789	8,641		(148)		(

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SCHEDULE DB - PART A - SECTION 1

(a)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period

E07

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STATEMENT AS OF MARCH 31, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE DB - PART D

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

[illegible]

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

STATEMENT AS OF MARCH 31, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

[illegible]

E12